

**CERTIFICATE OF AMENDMENT
OF
INTERNATIONAL FUEL CELLS, LLC**

1. The name of the limited liability company is International Fuel Cells, LLC.
2. The Certificate of Formation of the limited liability company is hereby amended as follows:


(set forth amendment(s))

The name of the limited liability company shall be changed to UTC Fuel Cells, LLC.

Note: (Use the following paragraph if this Certificate is to be effective at a date or time (which must be a date or time certain) later than filing)

3. This Certificate of Amendment shall be effective on December 1, 2001.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment of International Fuel Cells, LLC this 26th day of November 2001.



William T. Miller
President

BEST AVAILABLE COPY

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "INTERNATIONAL FUEL CELLS, LLC", CHANGING ITS NAME FROM "INTERNATIONAL FUEL CELLS, LLC" TO "UTC FUEL CELLS, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2001, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF DECEMBER, A.D. 2001.

BEST AVAILABLE COPY



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2888666 8100

AUTHENTICATION: 1465199

010599160

DATE: 11-27-01